

EXHIBIT A

Proposed Order

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*Proposed Special Litigation Counsel to the Debtors
and Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Genesis Global Holdco, LLC, et al.,¹

Debtors.

Chapter 11

Case No.: 23-10063 (SHL)

Jointly Administered

**ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF KOBRE & KIM LLP
AS SPECIAL LITIGATION COUNSEL TO THE DEBTORS AND
DEBTORS-IN-POSSESSION NUNC PRO TUNC TO FEBRUARY 1, 2023**

Upon the Application² of Genesis Global Holdco, LLC (“Holdco”) as debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), for entry of an order (this “Order”) authorizing the Debtors to employ and retain, pursuant to sections 327(a) and 330 of Title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s tax identification number (as applicable), are: Genesis Global Holdco, LLC (8219); Genesis Global Capital, LLC (8564); Genesis Asia Pacific Pte. Ltd. (2164R). For the purpose of these Chapter 11 Cases, the service address for the Debtors is 250 Park Avenue South, 5th Floor, New York, NY 10003.

² Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Application.

for the Southern District of New York (the “Local Rules”), the law firm of Kobre & Kim LLP (“Kobre & Kim”) as special litigation counsel; and upon consideration of the First Day Declarations, the *Declaration of Danielle L. Rose in Support of Debtors’ Application for an Order Authorizing the Employment and Retention of Kobre & Kim LLP as Special Litigation Counsel for the Debtors and Debtors-in-Possession Nunc Pro Tunc to February 1, 2023* (the “Rose Declaration”), and the *Declaration of Paul Aronzon in Support of Debtors’ Application for an Order Authorizing the Employment and Retention of Kobre & Kim LLP as Special Litigation Counsel to the Debtors and Debtors-in-Possession Nunc Pro Tunc to February 1, 2023* (the “Aronzon Declaration”); and the Court being satisfied based on the representations in the Application and Rose Declaration that Kobre & Kim is “disinterested” as defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and holds no interest adverse to the Debtors or their estates in connection with the matters for which Kobre & Kim is to be retained by the Debtors, as required by section 327(a) of the Bankruptcy Code; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the Southern District of New York dated January 31, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and the Court having found that the Debtors’ notice of the Application and opportunity for a hearing on the Application was appropriate and no other notice need be provided; and the Court having reviewed the Application

and having heard the statements in support of the relief requested therein at a hearing before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED to the extent set forth herein.
2. The Debtors are hereby authorized to employ and retain Kobre & Kim as special litigation counsel in the Chapter 11 Cases on the terms and conditions set forth in the Application, the Rose Declaration, and the Engagement Letter, *nunc pro tunc* to February 1, 2023.
3. Kobre & Kim is authorized to perform any and all legal services for the Debtors that are necessary or appropriate to fulfill its role as special litigation counsel for the Debtors.
4. Kobre & Kim shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors’ Chapter 11 Cases in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court.
5. Kobre & Kim shall provide reasonable notice to the Debtors, the U.S. Trustee, and any statutory committee appointed in these Chapter 11 Cases of any increase of Kobre & Kim’s hourly rates set forth in the Rose Declaration.
6. The Debtors and Kobre & Kim are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

7. Kobre & Kim shall use its reasonable best efforts to avoid any unnecessary duplication of services provided by any of the other retained professionals in these Chapter 11 Cases.

8. Notwithstanding any provision in the Bankruptcy Rules to the contrary, (i) the terms of this Order shall be immediately effective and enforceable upon its entry, (ii) the Debtors are not subject to any stay in the implementation, enforcement or realization of the relief granted in this Order, and (iii) the Debtors may, in their discretion and without further delay, take any action and perform any act authorized under this Order.

9. If there is any inconsistency between the terms of this Order, the Application, or the Engagement Letter, the terms of this Order shall govern.

10. This Court shall retain exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____, 2023
New York, New York

THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE